

Verizon Avenue

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T.R.A. DOCKET ROOM

February 12, 2004



Two Conway Park  
150 Field Drive, Suite 300  
Lake Forest, IL 60045

Office of the Executive Secretary  
Mr K David Waddell  
Tennessee Regulatory Authority  
460 James Robertson Parkway  
Nashville, TN 37243-0505

**Re: Amendment to Docket No. 03-00523**

Dear Mr Waddell

Attached, for filing with the Tennessee Regulatory Authority, are an original and thirteen (13) copies of the Joint Petition of OnePoint Communications-Georgia, L L.C d/b/a Verizon Avenue and Verizon Avenue Corp Grant of Authority Necessary to Consummate a Corporate Reorganization, Amendment to Docket No 03-00523 This filing replaces the original filing Docket No. 03-00523.

Please date stamp the photocopy of this letter for our records and return it to us in the self-addressed stamped envelope If you have any questions, please do not hesitate to contact me at (847) 582-8723

Sincerely,

A handwritten signature in black ink that reads "Bonnie J. Rogalski".

Bonnie J Rogalski  
Manager, Legal/Regulatory  
Verizon Avenue Corp

Enclosures

**BEFORE THE  
TENNESSEE REGULATORY AUTHORITY**

<b>In The Matter Of:</b>	)	
	)	
<b>Joint Petition of OnePoint Communications -</b>	)	<b>DOCKET No. _____</b>
<b>Georgia, LLC d/b/a Verizon Avenue and</b>	)	
<b>Verizon Avenue Corp.</b>	)	
<b>Grant of Authority Necessary to Consummate a</b>	)	
<b>Corporate Reorganization</b>	)	
<b>Amendment to Docket No. 03-00523</b>	)	

**JOINT PETITION**

OnePoint Communications-Georgia, L L C d/b/a Verizon Avenue (“OPC”) and Verizon Avenue Corp (“VZA”), and collectively the (“Petitioners”) respectfully file this Joint Petition pursuant to Sections 65-4-113 and 65-4-201 of the Tennessee Code and Section 1220-4-8- 05 and Section 1220-4-2- 56 of the Rules of the Tennessee Regulatory Authority (“Authority”), hereby respectfully request that the Authority grant authority, to the extent necessary, to permit Petitioners to consummate the transfer of substantially all of OPC’s assets to VZA This filing is an amendment and replaces the original filing, Docket No 03-00523 Immediately after regulatory approval and completion of the transaction, VZA will commence offering service under the name of Verizon Avenue. The transaction will not change the rates, terms or conditions of service currently offered by OPC The Petitioners therefore respectfully request that the Authority grant any and all authority necessary to permit the Petitioners to consummate the aforementioned transaction

VZA is the parent company of OPC. Verizon Avenue Corp. and its subsidiaries are currently authorized to provide telecommunications services by the Public Service

Commissions in twenty-six state jurisdictions and the District of Columbia, and also in the Federal jurisdiction VZA provides services in these jurisdictions under any of four Limited Liability Companies (“LLC”) (including OPC) or under its own name. In an attempt to alleviate customer confusion and to streamline corporate organization, VZA intends to collapse the existing LLC structure, and provide its services everywhere under the name Verizon Avenue Corp. Preparatory to that reorganization, VZA is seeking the change of its certificated name in each jurisdiction to Verizon Avenue Corp

In support of this Petition, Petitioners state as follows

**I     The Petitioners**

**A.     Verizon Avenue Corp.**

Verizon Avenue Corp (VZA) was incorporated in the State of Delaware on December 15, 2000 as the result of a merger between OnePoint Communications Corp and Verizon Communications Inc. Copies of the merger documents filed with the State of Delaware are attached as **Exhibit A**. A copy of Verizon Avenue’s Authority to Transact Business in Tennessee is attached as **Exhibit B**. Verizon Avenue has offices located at Two Conway Park 150 Field Drive, Suite 300, Lake Forest, IL 60045 VZA is a wholly owned subsidiary of Verizon Communications, Inc , a Delaware corporation with offices at 1095 Avenues of the Americas, New York, NY 10036 VZA’s Articles of Organization are attached as **Exhibit C**.

As demonstrated below, VZA is well qualified managerially, technically, and financially to own and control the assets of OPC

### **1. Managerial Qualifications**

VZA possesses the qualification necessary to provide competitive telecommunications services throughout Tennessee.

As demonstrated in **Exhibit D**, the principal officers and managers of VZA have extensive managerial background in the telecommunications business, and have the expertise to continue to operate a successful telecommunications business

### **2. Technical Qualifications**

VZA services will satisfy the minimum standards established by the Authority. VZA will meet minimum basic local standards, including quality of service and billing standards required of all LECs regulated by the Authority. As noted in **Exhibit D**, the VZA officers possess extensive background in telecommunications, and VZA personnel are technically qualified to provide local exchange service in Tennessee

### **3. Financial Qualifications**

VZA is a wholly owned subsidiary of Verizon Communications, Inc , one of the largest telecommunications firms in the world. Attached to this Petition as **Exhibit E** are unaudited income statements and balance sheets for VZA, covering the years 2001, 2002 and the first six months of 2003.

#### **B      OnePoint Communications-Georgia, L.L.C.**

OPC is a L L C organized and existing under the laws of the State of Delaware with offices at Two Conway Park, 150 Field Drive, Suite 300, Lake Forest, IL 60045.

OPC is a wholly owned subsidiary of VZA

OPC is authorized to provide to provide telecommunications services in Tennessee as a reseller and a facilities-based interexchange and local service carrier pursuant to Docket No 00-00112, issued August 7, 2000

**II. Party Contacts and Information:**

Questions or inquiries concerning this Petition may be directed as follows.

Name of each Petitioner

- (1) OnePoint Communications-Georgia, L L C d/b/a Verizon Avenue
- (2) Verizon Avenue Corp

Address (both)

Two Conway Park  
150 Field Drive, Suite 300  
Lake Forest, IL 60045

Telephone Number

(847) 582-8800

FAX number

(847) 582-8801

Registered Agent (both):

CT Corporation System  
530 Gay St  
Knoxville, TN 37902

Corporate Contact

Mr Richard P Kolb  
Vice President – Regulatory  
Verizon Avenue Corp.  
Two Conway Park  
150 Field Drive, Suite 300  
Lake Forest, IL 60045  
(847) 582-8721 (Direct telephone)  
(847) 582-8801 (Facsimile)  
dick.kolb@verizon.com (email)

### **III     Description of the Transaction**

#### **A.     The Reorganization**

Currently, OPC would provide its regulated telephone services in the State by resale of such services purchased from others. OPC currently has no facilities in the State of Tennessee used in provision of telephone service

VZA currently provides unregulated High Speed Internet Service as an Internet Service Provider to residents of multiple dwelling units in several states across the country. This service is not currently available in the State of Tennessee. The service is provided by premises-based Digital Service Line Access Modems. The DSLAMs are connected to the Internet via broadband lines obtained from providers of those services under interconnection agreement, tariff or contract.

Petitioners propose to transfer all of OPC's assets to VZA so that upon approval of this Joint Petition by the Authority, telephone services will be provided to residents of the State by VZA, the parent company of OPC. Upon completion of similar activity with the Public Service Commissions in all other jurisdictions, OPC and the other LLCs currently in the VZA corporate structure will be eliminated by appropriate filings with the jurisdictional Secretaries of State. Upon completion of that effort, all services in all jurisdictions will be provided by Verizon Avenue Corp.

Attached to this Joint Petition as **Exhibit F** is a current organization chart, showing the relationship of Verizon Avenue Corp. to its subsidiary LLCs (including OPC) and to Verizon Communications Inc. OPC and VZA share identical officers and directors, identical customer service and provisioning personnel, and identical systems used to

operate the corporation. VZA, as shown on the organization chart, is an indirect, wholly owned subsidiary of Verizon Communications Inc

Petitioners understand that the filing of this Joint Application does not, by itself, constitute authorization to assign or transfer the certification from OPC to VZA Authority for such a transfer must come, under the requirements of Tennessee Code Section 65-4-113 and the rules and regulations of the TRA, by Order from the Tennessee Regulatory Authority

**B. Statements as Required by Section 1120-4-2-.56 of the Authority's Rules**

OPC currently has no customers for its telephone services, and VZA currently has no customers for its High Speed Internet Service, in the State of Tennessee In any case, no customers would see changes as the result of the approval of this transfer No changes to services or prices would occur as a result of this transfer The tariffs currently on file with the TRA will remain unchanged, other than those cosmetic changes required to effectuate the name change to Verizon Avenue Corp Customer billing, Customer Care contacts, and company mailing addresses will remain unchanged from those currently in effect

**IV. Public Interest Statements:**

Petitioners respectfully submit that the proposed Transaction serves the public interest. In particular, Petitioners submit that (1) VZA holds the managerial, technical, and financial qualifications to acquire the assets of OPC, (2) the Transaction will benefit competition in the Tennessee telecommunications market by alleviating customer confusion and streamlining the corporate organization, and (3) the Transaction will not disrupt service and will not impact any subscriber base

## **CONCLUSION**

For the reasons stated above, Petitioners respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this instant Petition. Petitioners respectfully request the approval of the Petition to Grant Authority Necessary to Consummate Corporate Reorganization.

2-11-04  
Date

Richard P. Kolb  
Richard P. Kolb  
Vice President - Regulatory  
Verizon Avenue Corp  
Two Conway Park  
150 Field Drive, Suite 300  
Lake Forest, IL 60045  
(847) 582-8721 Direct telephone  
(847) 582-8801 Facsimile



**BEFORE THE  
TENNESSEE REGULATORY AUTHORITY**

**JOINT PETITION OF ONEPOINT COMMUNICATIONS-GEORGIA, L.L.C.  
d/b/a VERIZON AVENUE AND VERIZON AVENUE CORP.  
GRANT AUTHORITY NECESSARY TO CONSUMMATE A CORPORATE  
REORGANIZATION**

**VERIZON AVENUE CORP.**

**EXHIBIT A**

Merger Documents of OnePoint Communications Corp and  
Verizon Communications Inc

State of Delaware  
Office of the Secretary of State

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PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF MERGER, WHICH MERGES:

"SPHERE MERGER CORP.", A DELAWARE CORPORATION,

WITH AND INTO "ONEPOINT COMMUNICATIONS CORP." UNDER THE NAME OF "VERIZON AVENUE CORP.", A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF DELAWARE, AS RECEIVED AND FILED IN THIS OFFICE THE FIFTEENTH DAY OF DECEMBER, A.D. 2000, AT 4:15 O'CLOCK P.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE NEW CASTLE COUNTY RECORDER OF DEEDS.



2876573 8100M

001631386

  
Edward J. Freel, Secretary of State

AUTHENTICATION: 0859180

DATE: 12-15-00

**CERTIFICATE OF MERGER  
MERGING  
SPHERE MERGER CORP.  
INTO  
ONEPOINT COMMUNICATIONS CORP.**

ONEPOINT COMMUNICATIONS CORP., organized and existing under and by virtue of the General Corporation Law of Delaware, does hereby certify:

**FIRST.** That the name and state of incorporation of each of the constituent corporations of the merger is as follows:

<u>Name</u>	<u>State of Incorporation</u>
OnePoint Communications Corp.	Delaware
Sphere Merger Corp.	Delaware

**SECOND:** That a Definitive Merger Agreement between the parties to the merger has been approved, adopted, certified, executed and acknowledged by each of the constituent corporations in accordance with the requirements of Section 251 of the General Corporation Law of Delaware.

**THIRD:** That the surviving corporation of the merger is OnePoint Communications Corp., which shall change its name to Verizon Avenue Corp.

**FOURTH:** That the Certificate of Incorporation of OnePoint Communications Corp., a Delaware corporation which will survive the merger, shall be amended so that following the merger, it will read as set forth on Exhibit A attached hereto

**FIFTH:** That the executed Definitive Merger Agreement is on file at the principal place of business of the surviving corporation, the address of which is Two Conway Park, 150 Field Drive, Suite 300, Lake Forest, IL 60045.

**SIXTH:** That a copy of the Definitive Merger Agreement will be furnished by the surviving corporation, on request and without cost, to any stockholder of any constituent corporation.

STATE OF DELAWARE  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
FILED 04:15 PM 12/15/2000  
001631366 - 2976573

IN WITNESS WHEREOF, OnePoint Communications Corp. has caused this  
Certificate of Merger to be duly executed as of the 15<sup>th</sup> day of December, 2000.

ONEPOINT COMMUNICATIONS CORP.

By James A. OHerbeck  
Name James A. OHerbeck  
Title Chairman

**EXHIBIT A**

**RESTATED CERTIFICATE OF INCORPORATION  
OF  
VERIZON AVENUE CORP.**

**ARTICLE I**

The name of the Corporation is Verizon Avenue Corp.

**ARTICLE II**

The registered office of the Corporation in the State of Delaware is located at 1209 Orange Street, in the City of Wilmington, County of New Castle. The name of the Corporation's registered agent in the State of Delaware at such address is The Corporation Trust Company.

**ARTICLE III**

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of Delaware.

**ARTICLE IV**

The total number of shares of stock which the Corporation shall have authority to issue is 100 shares of Common Stock, with a par value of \$.01 per share.

**ARTICLE V**

Election of directors need not be by ballot unless the By-Laws of the Corporation shall so provide.

**ARTICLE VI**

In furtherance and not in limitation of the power conferred upon the Board of Directors by law, the Board of Directors shall have power to make, adopt, alter, amend and repeal, from time to time, the By-Laws of the Corporation, subject to the right of the stockholders entitled to vote with respect thereto to alter and repeal By-Laws made by the Directors.

## **ARTICLE VII**

### **Personal Liability of Directors.**

1. To the fullest extent that the laws of the State of Delaware, as the same exist or may hereafter be amended, permit elimination of the personal liability of directors, no director of this Corporation shall be personally liable to this Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director.

2. The provisions of this Article shall be deemed to be a contract with each director of this Corporation who serves as such at any time while this Article is in effect, and each such director shall be deemed to be serving as such in reliance on the provisions of this Article. Any amendment or repeal of this Article or adoption of any By-Law of this Corporation or other provision of the Certificate of Incorporation of this Corporation which has the effect of increasing director liability shall operate prospectively only and shall not affect any action taken, or any failure to act, by a director of this Corporation prior to such amendment, repeal, By-Law or other provision becoming effective.

## **ARTICLE VIII**

### **Indemnification of, and Advancement of Expenses to, Directors, Officers and Others.**

1. **Right to Indemnification.** Except as prohibited by law, every director and officer of the Corporation shall be entitled as of right to be indemnified by the Corporation against all expenses and liability (as those terms are defined below in this Paragraph) incurred by such person in connection with any actual or threatened claim, action, suit or proceeding, whether civil, criminal, administrative, investigative or other, or whether brought by or against such person or by or in the right of the Corporation or otherwise, in which such person may be involved, as a party or otherwise, by reason of such person being or having been a director or officer of the Corporation or a subsidiary of the Corporation or by reason of the fact that such person is or was serving at the request of the Corporation as a director, officer, employee, fiduciary or other representative of another corporation, partnership, joint venture, trust, employee benefit plan or other entity (such claim, action, suit or proceeding hereinafter being referred to as an "Action"); provided, however, that no such right to indemnification shall exist with respect to an Action brought by an indemnitee (as defined below) against the Corporation (an "Indemnitee Action") except as provided in the last sentence of this Paragraph. Persons who are not directors or officers of the Corporation may be similarly indemnified in respect of service to the Corporation or a subsidiary of the Corporation or to another such entity at the request of the Corporation to the extent the Board of Directors of the Corporation at any time designates any of such persons as entitled to the benefits of this Article. As used in this Article, "indemnitee" includes each director and officer of the Corporation and each other person designated by the Board of Directors of the Corporation as entitled to the benefits of this Article; "expenses" means all expenses actually and reasonably incurred, including fees and expenses of counsel selected by an indemnitee; and "liability" means all liability incurred, including the

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1. To the fullest extent that the laws of the State of Delaware, as the same exist or may hereafter be amended, permit elimination of the personal liability of directors, no director of this Corporation shall be personally liable to this Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director.

2. The provisions of this Article shall be deemed to be a contract with each director of this Corporation who serves as such at any time while this Article is in effect, and each such director shall be deemed to be serving as such in reliance on the provisions of this Article. Any amendment or repeal of this Article or adoption of any By-Law of this Corporation or other provision of the Certificate of Incorporation of this Corporation which has the effect of increasing director liability shall operate prospectively only and shall not affect any action taken, or any failure to act, by a director of this Corporation prior to such amendment, repeal, By-Law or other provision becoming effective.

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amounts of any judgments, excise taxes, fines or penalties and any amounts paid in settlement. An indemnitee shall be entitled to be indemnified pursuant to this Article against expenses incurred in connection with an Indemnatee Action if (i) the Indemnatee Action is instituted under Paragraph 3 of this Article and the indemnitee is successful in whole or in part in such Indemnatee Action, (ii) the indemnitee is successful in whole or in part in another Indemnatee Action for which expenses are claimed or (iii) the indemnification for expenses is included in a settlement of, or is awarded by a court in, such other Indemnatee Action.

2. **Right to Advancement of Expenses.** Every indemnitee shall be entitled as of right to have the expenses of the indemnitee in defending any Action or in bringing and pursuing any Indemnatee Action under Paragraph 3 of this Article paid in advance by the Corporation prior to final disposition of the Action or Indemnatee Action, provided that the Corporation receives a written undertaking by or on behalf of the indemnitee to repay the amount advanced if it should ultimately be determined that the indemnitee is not entitled to be indemnified for the expenses.

3. **Right of Indemnatee to Bring Action.** If a written claim for indemnification under Paragraph 1 of this Article or for advancement of expenses under Paragraph 2 of this Article is not paid in full by the Corporation within 30 days after the claim has been received by the Corporation, the indemnitee may at any time thereafter bring an Indemnatee Action to recover the unpaid amount of the claim and, if successful in whole or in part, the indemnitee shall also be entitled to be paid the expense of bringing and pursuing such Indemnatee Action. The only defense to an Indemnatee Action to recover on a claim for indemnification under Paragraph 1 of this Article shall be that the conduct of the indemnitee was such that under Delaware law the Corporation is prohibited from indemnifying the indemnitee for the amount claimed, but the burden of proving such defense shall be on the Corporation. Neither the failure of the Corporation (including its Board of Directors, independent legal counsel and stockholders) to have made a determination prior to the commencement of such Indemnatee Action that indemnification of the indemnitee is proper in the circumstances, nor an actual determination by the Corporation (including its Board of Directors, independent legal counsel or stockholders) that the conduct of the indemnitee was such that indemnification is prohibited by Delaware law, shall be a defense to such Indemnatee Action or create a presumption that the conduct of the indemnitee was such that indemnification is prohibited by Delaware law. The only defense to an Indemnatee Action to recover on a claim for advancement of expenses under Paragraph 2 of this Article shall be failure by the indemnitee to provide the undertaking required by Paragraph 2 of this Article.

4. **Funding and Insurance.** The Corporation may create a trust fund, grant a security interest, cause a letter of credit to be issued or use other means (whether or not similar to the foregoing) to ensure the payment of all sums required to be paid by the Corporation to effect indemnification as provided in this Article. The Corporation may purchase and maintain insurance to protect itself and any indemnitee against any expenses or liability incurred by the indemnitee in connection with any Action, whether or not the Corporation would have the power to indemnify the indemnitee against the expenses or liability by law or under the provisions of this Article.



amounts of any judgments, excise taxes, fines or penalties and any amounts paid in settlement. An indemnitee shall be entitled to be indemnified pursuant to this Article against expenses incurred in connection with an Indemnatee Action if (i) the Indemnatee Action is instituted under Paragraph 3 of this Article and the indemnitee is successful in whole or in part in such Indemnatee Action, (ii) the indemnitee is successful in whole or in part in another Indemnatee Action for which expenses are claimed or (iii) the indemnification for expenses is included in a settlement of, or is awarded by a court in, such other Indemnatee Action.

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4. **Funding and Insurance.** The Corporation may create a trust fund, grant a security interest, cause a letter of credit to be issued or use other means (whether or not similar to the foregoing) to ensure the payment of all sums required to be paid by the Corporation to effect indemnification as provided in this Article. The Corporation may purchase and maintain insurance to protect itself and any indemnitee against any expenses or liability incurred by the indemnitee in connection with any Action, whether or not the Corporation would have the power to indemnify the indemnitee against the expenses or liability by law or under the provisions of this Article.

5. **Non-Exclusivity: Nature and Extent of Rights.** The rights to indemnification and advancement of expenses provided for in this Article shall (i) not be deemed exclusive of any other rights, whether now existing or hereafter created, to which any indemnitee may be entitled under any agreement, provision in the Certificate of Incorporation or By-Laws of the Corporation, vote of stockholders or disinterested directors or otherwise, (ii) be deemed to create contractual rights in favor of each indemnitee who serves at any time while this Article is in effect (and each such indemnitee shall be deemed to be serving in reliance on the provisions of this Article), (iii) continue as to each indemnitee who has ceased to have the status pursuant to which the indemnitee was entitled or was designated as entitled to indemnification under this Article and inure to the benefit of the heirs and legal representatives of each indemnitee and (iv) be applicable to Actions commenced after this Article becomes effective, whether arising from acts or omissions occurring before or after this Article becomes effective. Any amendment or repeal of this Article or adoption of any By-Law of this Corporation or other provision of the Certificate of Incorporation of this Corporation which has the effect of limiting in any way the rights to indemnification or advancement of expenses provided for in this Article shall operate prospectively only and shall not affect any action taken, or any failure to act, by an indemnitee prior to such amendment, repeal, By-Law or other provision becoming effective.

6. **Partial Indemnity.** If an indemnitee is entitled under any provision of this Article to indemnification by the Corporation for some or a portion of the expenses or liability incurred by the indemnitee in the preparation, investigation, defense, appeal or settlement of any Action or Indemnity Action but not, however, for the total amount thereof, the Corporation shall indemnify the indemnitee for the portion of such expenses or liability to which the indemnitee is entitled.

**BEFORE THE  
TENNESSEE REGULATORY AUTHORITY**

**JOINT PETITION OF ONEPOINT COMMUNICATIONS-GEORGIA, L.L.C.  
d/b/a VERIZON AVENUE AND VERIZON AVENUE CORP.  
GRANT AUTHORITY NECESSARY TO CONSUMMATE A CORPORATE  
REORGANIZATION**

**VERIZON AVENUE CORP.**

**EXHIBIT B**

Verizon Avenue Corp Authority to Do Business in Tennessee

Secretary of State  
Division of Business Services  
312 Eighth Avenue North  
6th Floor, William R. Snodgrass Tower  
Nashville, Tennessee 37243

ISSUANCE DATE: 09/19/2003  
REQUEST NUMBER: 03262505  
TELEPHONE CONTACT: (615) 741-6488

CHARTER/QUALIFICATION DATE: 03/26/1998  
STATUS: ACTIVE  
CORPORATE EXPIRATION DATE: PERPETUAL  
CONTROL NUMBER: 0351222  
JURISDICTION: DELAWARE

TO:  
CFS  
8161 HWY 100  
NASHVILLE, TN 37221

REQUESTED BY:  
CFS  
8161 HWY 100  
NASHVILLE, TN 37221

**CERTIFICATE OF AUTHORIZATION**

I, RILEY C DARNELL, SECRETARY OF STATE OF THE STATE OF TENNESSEE DO HEREBY CERTIFY THAT  
-----  
"VERIZON AVENUE CORP.",  
-----

A CORPORATION FORMED IN THE JURISDICTION SET FORTH ABOVE, IS AUTHORIZED TO  
TRANSACTION BUSINESS IN THIS STATE;  
THAT ALL FEES, TAXES, AND PENALTIES OWED TO THIS STATE WHICH AFFECT THE  
AUTHORIZATION OF THE CORPORATION HAVE BEEN PAID;  
THAT THE MOST RECENT CORPORATION ANNUAL REPORT REQUIRED HAS BEEN FILED  
WITH THIS OFFICE; AND  
THAT AN APPLICATION FOR CERTIFICATE OF WITHDRAWAL HAS NOT BEEN FILED.

-----  
FOR: REQUEST FOR CERTIFICATE

ON DATE: 09/19/03

FROM:  
CFS  
8161 HIGHWAY 100  
#172  
NASHVILLE, TN 37221-0000

	FEES	
RECEIVED:	\$260.00	\$0.00
TOTAL PAYMENT RECEIVED:		\$260.00
RECEIPT NUMBER:	00003360352	
ACCOUNT NUMBER:	00101230	



*Riley C Darnell*

RILEY C. DARNELL  
SECRETARY OF STATE

**BEFORE THE  
TENNESSEE REGULATORY AUTHORITY**

**JOINT PETITION OF ONEPOINT COMMUNICATIONS-GEORGIA, L.L.C.  
d/b/a VERIZON AVENUE AND VERIZON AVENUE CORP.  
GRANT AUTHORITY NECESSARY TO CONSUMMATE A CORPORATE  
REORGANIZATION**

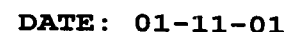
**VERIZON AVENUE CORP.**

**EXHIBIT C**

Verizon Avenue Corp Articles of Organization

650000182001

**ORIGINAL FILING**  
**PLEASE KEEP FOR**  
**YOUR RECORDS**



**BEFORE THE  
TENNESSEE REGULATORY AUTHORITY**

**JOINT PETITION OF ONEPOINT COMMUNICATIONS-GEORGIA, L.L.C.  
d/b/a VERIZON AVENUE AND VERIZON AVENUE CORP.  
GRANT AUTHORITY NECESSARY TO CONSUMMATE A CORPORATE  
REORGANIZATION**

**VERIZON AVENUE CORP.**

**EXHIBIT D**

Verizon Avenue Corp Principal Officers

**Verizon Avenue**  
**List of Authorized Signors**

**Verizon Avenue Corp. (Officers & Directors)**

<b><u>Officers:</u></b>	<b><u>Title:</u></b>	<b><u>Appointed:</u></b>
William F Wallace	CEO	1/1/2003
Andrea L Custis	President/COO	1/1/2003
Robert C Wheatley II	CFO	6/17/2002
J Daniel Mason	Secretary	3/9/2001
Randal S Milch	Assistant Secretary	12/15/2000
Kim Chazin	Controller	6/17/2002
David White	Chief Information Officer (CIO)	3/2/2002
Janet M. Garrity	Treasurer	3/2/2002
William F. Heitmann	Assistant Treasurer	3/2/2002
Neil D Olson	Assistant Treasurer	3/2/2002
Charles A Burkhardt	Vice President – Taxes	12/31/2001
Jana L Crain	Vice President – Taxes	12/31/2001

<b><u>Directors:</u></b>	<b><u>Appointed:</u></b>
Randal S. Milch	12/15/2000
Douglas R Wilder	01/01/2003



**BEFORE THE  
TENNESSEE REGULATORY AUTHORITY**

**JOINT PETITION OF ONEPOINT COMMUNICATIONS-GEORGIA, L.L.C.  
d/b/a VERIZON AVENUE AND VERIZON AVENUE CORP.  
GRANT AUTHORITY NECESSARY TO CONSUMMATE A CORPORATE  
REORGANIZATION**

**VERIZON AVENUE CORP.**

**EXHIBIT E**

Verizon Avenue Corp  
Balance Sheets and Income Statements  
2001, 2002, and First Half 2003

**Venzon Avenue**  
**Consolidating Income Statement**  
For the Twelve Months Ending December 31, 2001

	<u>VZA</u> <u>Consolidated</u>
<b>REVENUES</b>	
Local	\$17,132,838.79
LD	\$15,865,614.02
Video	\$140,954.06
Internet	\$848,192.95
Affiliate Revenue	\$9,648,160.00
<b>Total Net Revenues</b>	<b>\$43,635,759.82</b>
<b>RESELLING COSTS</b>	
Long Distance	\$9,929,489.05
Local	\$14,673,947.43
Cable	\$56,307.53
Network Connectivity	\$3,248,010.26
Internet Reselling Costs	\$60,151.75
Data Installs	\$1,613,924.77
Agent Commissions	\$460,688.99
Revenue Sharing	\$251,105.20
Developer Payments	\$12,433,572.21
<b>Total Reselling Expense</b>	<b>\$42,727,197.19</b>
<b>Gross Margin</b>	<b>\$908,562.63</b>
<b>General &amp; Administrative Expenses</b>	
Salaries & Wages	\$49,873,820.06
Payroll Taxes & Emp Benefits	\$8,169,557.87
Temporary Employees	\$2,236,553.64
Other Employee Costs	\$2,886,572.78
Travel & Entertainment	\$2,796,353.75
Office Rel & Office Supplies	\$1,237,846.14
Insurance	\$503,577.24
Telephone, Cellular, Pager	\$1,835,013.35
Field Operations	\$716,433.96
Bldg & Equip Rent Exp	\$7,998,452.18
Professional & Consulting	\$1,427,417.01
Legal	\$324,466.26
Marketing & Promotions	\$4,622,513.47
Systems - Recurring	\$7,121,675.95
Systems - Devlpmt	\$2,026,936.84
Other Expenses	(\$12,631,082.48)
Bad Debt	\$6,586,450.20
Affiliate Charges	\$0.00
<b>Total SG&amp;A</b>	<b>\$87,732,558.22</b>
<b>EBITDA</b>	<b>(\$86,823,995.59)</b>
Interest Expense	\$23,568,645.85
Interest Income	\$421,999.74
Depreciation Expense	\$7,225,496.13
Amortization Expense	\$13,448,060.00
Gains & Losses	(\$2,563,409.64)
Income Taxes	(\$41,915,841.61)
<b>NET INCOME</b>	<b>(\$91,291,765.86)</b>

**Venzon Avenue**  
**Consolidating Balance Sheet**  
For the Twelve Months Ending December 31, 2001

	<u>VZA</u> <u>Consolidated</u>
<b>ASSETS</b>	
Cash	\$1,236,323
Short-term Marketable Securities	\$7,584,023
<b>Cash and Cash-like Instruments</b>	<b>\$8,820,346</b>
Affiliate Receivable	\$3,074,137
Other Receivable	\$5,865,891
Trade Receivable	\$1,959,416
Allowance for Uncollectible Accounts	(\$1,676,255)
<b>Accounts Receivable - Net</b>	<b>\$9,223,189</b>
Prepaid Expenses	\$8,019,323
Inventory	\$57,085
Current Deferred Federal Tax Benefit	\$20,008,938
<b>Total Current Assets</b>	<b>\$46,128,881</b>
Property, Plant & Equipment	\$96,383,404
Accumulated Depreciation	(\$11,367,401)
<b>Net Property, Plant &amp; Equipment</b>	<b>\$84,016,003</b>
Investment in Affiliated Subs	\$0
Intangible Assets	\$276,981,817
Accumulated Amortization	(\$14,361,650)
<b>Other Assets</b>	<b>\$8,656,329</b>
Deposits	\$406,545
Deferred Tax Asset	\$53,447,649
<b>Total Assets</b>	<b>\$455,175,574</b>
<b>Liabilities &amp; Stockholder's Equity</b>	
Affiliate Payable	\$1,399,498
Accounts Payable	\$12,007,125
Debt - Current	\$1,145,860
Accrued Liabilities	\$33,347,304
Other Current Liabilities	\$2,477,940
<b>Total Current Liabilities</b>	<b>\$50,377,727</b>
Long Term Debt	\$462,463,701
Other Deferred Obligations	\$1,404,847
Common Stock	\$0
Preferred Stock	\$0
Additional Paid-In-Capital	\$37,500,025
Retained Earnings	(\$6,278,837)
Net Profit/(Loss)	(\$91,291,766)
Comprehensive Income - Unrealized Gain/Loss	(\$123)
<b>Total Liabilities &amp; Stockholder's Equity</b>	<b>\$455,175,574</b>

**Verzon Avenue**  
**Income Statement**  
For the Twelve Months Ending December 31, 2002

	<u>VZA</u> <u>Consolidated</u>
<b>REVENUES</b>	
Local	\$9,761,898.74
LD	\$2,691,760.56
Video	
Internet	\$5,337,290.13
Verzon One	
Affiliate Revenue	\$21,675,180.00
<b>Total Net Revenues</b>	<u>\$39,466,129.43</u>
<b>RESELLING COSTS</b>	
Local	\$7,946,759.99
LD	\$437,922.14
Cable	\$3,097.47
Network Connectivity	\$6,203,632.29
Internet Reselling Costs	\$4,442.00
Verzon One	
Data Installs	\$4,236,604.16
Agent Commissions	\$593,155.83
Revenue Sharing	\$219,035.90
Developer Payments	\$18,346,751.40
<b>Total Reselling Expense</b>	<u>\$37,991,401.18</u>
<b>Gross Margin</b>	<u>\$1,474,728.25</u>
<b>General &amp; Administrative Expenses</b>	
Salaries & Wages	\$51,303,948.85
Payroll Taxes & Emp Benefits	\$9,148,848.54
Temporary Employees	\$2,076,693.71
Other Employee Costs	\$1,879,955.05
Travel & Entertainment	\$2,881,934.09
Office Rel & Office Supplies	\$1,366,234.82
Insurance	\$664,706.68
Telephone, Cellular, Pager	\$1,782,026.92
Field Operations	\$883,148.15
Bldg & Equip Rent Exp	\$13,112,988.73
Professional & Consulting	\$1,237,476.41
Legal	\$93,408.74
Marketing & Promotions	\$6,076,743.17
Systems - Recurring	\$4,195,393.87
Systems - Developmt	\$1,137,153.39
Other Expenses	\$20,069,790.94
Bad Debt	\$859,774.67
Affiliate Charges	\$0.00
<b>Total SG&amp;A</b>	<u>\$118,870,228.73</u>
<b>EBITDA</b>	<u>(\$117,395,498.48)</u>
Interest Expense	\$31,728,632.47
Interest Income	\$76,884.86
Depreciation Expense	\$10,486,182.34
Income Taxes	(\$55,969,884.67)
<b>NET INCOME</b>	<u>(\$103,563,543.86)</u>
<b>Total Operating Expenses</b>	<u>\$167,347,810.25</u>

**Verzon Avenue**  
**Balance Sheet**  
For the Twelve Months Ending December 31, 2002

	<u>VZA</u> <u>Consolidated</u>
<b>ASSETS</b>	
Cash	(\$2,248,352)
Short-term Marketable Securities	\$3
<b>Cash and Cash-like Instruments</b>	<u>(\$2,248,349)</u>
Affiliate Receivable	\$1,179,420
Other Receivables	\$832,985
Trade Receivables	\$1,421,599
Allowance for Uncollectible Accounts	(\$868,477)
<b>Accounts Receivable - Net</b>	<u>\$2,865,527</u>
Prepaid Expenses	\$4,861,046
<b>Total Current Assets</b>	<u>\$5,478,224</u>
Property, Plant & Equipment	\$103,588,494
Accumulated Depreciation	(\$16,994,944)
<b>Net Property, Plant &amp; Equipment</b>	<u>\$86,593,550</u>
Investment in Affiliated Subs	(\$1,895,371)
Intangible Assets	\$276,981,816
Accumulated Amortization	(\$14,362,639)
<b>Other Assets</b>	<u>\$10,359,697</u>
Deposits	\$389,894
<b>Total Assets</b>	<u><u>\$363,545,171</u></u>
<b>Liabilities &amp; Stockholder's Equity</b>	
Affiliate Payable	\$4,633,001
Accounts Payable	\$2,034,756
Taxes Payable	(\$8,858,785)
Debt - Current	\$30,867
Accrued Liabilities	\$28,007,190
Other Current Liabilities	\$523,160
<b>Total Current Liabilities</b>	<u>\$29,270,189</u>
Long Term Debt	\$884,458,507
Other Deferred Obligations	(\$37,549,809)
Additional Paid-In Capital	\$7,500,000
Retained Earnings	(\$98,570,049)
Net Profit/(Loss)	(\$103,563,544)
Comprehensive Income - Unrealized Gain/Loss	(\$123)
<b>Total Liabilities &amp; Stockholder's Equity</b>	<u><u>\$363,545,171</u></u>

Verizon Avenue Corp  
Income Statement  
For the Six Months Ending June 30, 2003

	June 2003
	YTD
<b>REVENUES</b>	
Local	\$2,684,268.48
LD	823,911.07
Internet	3,888,604.26
Verizon One	
Affiliate Revenue	7,971,958.00
<b>Total Net Revenues</b>	15,368,741.81
<b>RESELLING COSTS</b>	
Local	2,412,644.65
LD	368,198.20
Network Connectivity	3,851,252.80
Verizon One	17,994.01
Data Installs	1,764,928.66
Agent Commissions	382,841.95
Revenue Sharing	43,174.95
Developer Payments	6,122,181.22
<b>Total Reselling Expense</b>	14,963,216.44
<b>Gross Margin</b>	405,525.37
<b>General &amp; Administrative Expenses</b>	
Salaries & Wages	28,338,413.60
Payroll Taxes & Emp Benefits	5,133,777.77
Temporary Employees	319,857.39
Other Employee Costs	596,931.56
Travel & Entertainment	1,466,462.12
Office Rel & Office Supplies	453,916.08
Insurance	369,629.18
Telephone, Cellular, Pager	798,277.07
Field Operations	377,205.50
Bldg & Equip Rent Exp	3,854,482.03
Professional & Consulting	426,257.28
Legal	24,230.05
Marketing & Promotions	723,839.72
Systems - Recurring	3,216,105.76
Systems - Devlpmt	364,391.11
Other Expenses	1,048,380.44
Bad Debt	562,758.42
Affiliate Charges	0.00
<b>Total SG&amp;A</b>	48,064,915.08
<b>EBITDA</b>	(47,659,389.71)
Interest Expense	16,122,028.65
Interest Income	2,527.75
Depreciation Expense	5,920,708.12
Income Taxes	#REF!
<b>NET INCOME</b>	#REF!
<b>Total Operating Expenses</b>	68,948,839.64

Verizon Avenue Corp  
Balance Sheet  
For the Six Months Ending June 30, 2003

	<u>OPC Consol</u> <u>GL</u>
<b>ASSETS</b>	
Cash	(\$3,095,750)
Short-term Marketable Securities	3
<b>Cash and Cash-like Instruments</b>	<u>(3,095,747)</u>
Affiliate Receivable	1,967,055
Other Receivables	946,903
Trade Receivables	699,855
Allowance for Uncollectible Accounts	(499,829)
<b>Accounts Receivable - Net</b>	<u>3,112,984</u>
Prepaid Expenses	7,811,858
Current Deferred Federal Tax Benefit	(32,575,533)
<b>Total Current Assets</b>	<u>(24,946,438)</u>
 Property, Plant & Equipment	 108,718,080
Accumulated Depreciation	(22,912,383)
<b>Net Property, Plant &amp; Equipment</b>	<u>85,805,697</u>
Investment in Affiliated Subs	(1)
Intangible Assets	276,981,816
Accumulated Amortization	(14,362,639)
<b>Other Assets</b>	<u>11,624,247</u>
Deposits	689,894
<b>Total Assets</b>	<u>335,792,576</u>
<b>Liabilities &amp; Stockholder's Equity</b>	
Affiliate Payable	2,960,971
Accounts Payable	603,845
Taxes Payable	(30,253,689)
Debt - Current	32,443
Accrued Liabilities	19,631,649
Other Current Liabilities	237,943
<b>Total Current Liabilities</b>	<u>(6,786,835)</u>
Long Term Debt	617,975,435
Other Deferred Obligations	(37,457,623)
<b>Additional Paid-in Capital</b>	<u>8,340,940</u>
Retained Earnings	(200,974,621)
Net Profit/(Loss)	(46,204,695)
Comprehensive Income - Unrealized	(123)
<b>Total Liabilities &amp; Stockholder's Equity</b>	<u>335,792,575</u>
 Current Ratio	 387.57%
Quick Ratio	-0.25%
Debt to Total Assets	184.03%

**BEFORE THE  
TENNESSEE REGULATORY AUTHORITY**

**JOINT PETITION OF ONEPOINT COMMUNICATIONS-GEORGIA, L.L.C.  
d/b/a VERIZON AVENUE AND VERIZON AVENUE CORP.  
GRANT AUTHORITY NECESSARY TO CONSUMMATE A CORPORATE  
REORGANIZATION**

**VERIZON AVENUE CORP.**

**EXHIBIT F**

Corporate Structure of Verizon Avenue Corp

**VERIZON COMMUNICATIONS INC.  
Partial Organization Chart**

